

# Bartlett Regional Hospital

3260 Hospital Drive, Juneau, Alaska 99801 907.796.8900 [www.bartletthospital.org](http://www.bartletthospital.org)

## Bartlett Regional Hospital

### Board of Directors

#### Minutes

November 22, 2016

**CALLED TO ORDER AT 5:15 p.m., by Nancy Davis, President**

#### ROLL CALL

Nancy Davis, President  
Mary Borthwick, Secretary  
Marshal Kendziorek  
Mark Johnson  
Dr. Cate Buley

Lauree Morton, Vice President  
Robert Storer, Past President  
Brenda Knapp  
Linda Thomas (by phone)

#### ABSENT

None

#### OTHERS PRESENT

Chuck Bill, CEO  
Alan Ulrich, CFO  
Sally Schneider, CBHO  
Maria Gladziszewski, CBJ Liaison

Billy Gardner, CCO  
Dallas Hargrave, HR  
Toni Petrie, Executive Assistant

#### GUESTS PRESENT

Deborah "Mouse" Manowski

Mary Frances Fisher

**PUBLIC PARTICIPATION:** None

**APPROVAL OF THE AGENDA:** Ms. Thomas asked to move board education to follow the President's report. The agenda was approved as amended.

**CONSENT AGENDA:** Remove October financials

*Mr. Kendziorek made a MOTION to approve the consent agenda as amended, which includes removing the October FY17 financials and approval of the October 25, 2016 Board of Directors minutes. Ms. Knapp seconded and it was approved.*

#### OLD BUSINESS:

Capital Improvement Projects (CIP) – The CIP for FY2017-FY2022 was reviewed. Mr. Bill, Mr. Ulrich and Mr. Gardner met with the architects from Kumin regarding the operating room renovation. The request from Administration is for the Board to move the CIP recommendations to the City with a cover letter explaining the items are estimates and that the Board will still have to give final approval before any projects on this list can move forward. Mr. Kendziorek would like the letter to reflect more of where this money will be coming from and have it be more specific. Mr. Johnson would like to see a whitepaper description of the operating room project. Mr. Bill will have a report at the Executive Committee in December. It was noted there were some Joint Commission requirements came from their last survey of Bartlett in the operating room that need to be addressed, which is what prompted the discussions to remodel/renovate that area of the hospital.

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Ms. Thomas would like the Board to get more clarification on the monies Administration is asking for on the CIP. Ms. Thomas would like a letter to the City to reflect that the projects have not been fully vetted and specifically say it is not for an appropriation request.

***Ms. Knapp made a MOTION to move forward the CIP projections with an expanded cover letter from Administration that incorporates the concerns that have been identified by the Board and the funds that have been identified for the Child Adolescent Mental Health Unit. Mr. Storer seconded. Ms. Morton made a friendly amendment to say specifically that this document will go to the Engineering Department of the City. The motion passed with a roll call vote of eight in favor and Mark Johnson against.***

Ms. Thomas and Ms. Knapp would like to review the new letter before it goes to the City.

CBJ Liaison & Chief of Staff – The discussion came up at a previous board meeting if the CBJ Liaison and the Chief of Staff are welcome to stay during executive sessions. Ms. Davis reported they are always welcome to attend and remain in executive sessions, unless it is a conflict of interest where they may recuse themselves.

#### **MEDICAL STAFF REPORT:**

***Ms. Borthwick made a MOTION to go into executive session at 6:08 p.m., to discuss matters which are confidential by law: the medical staff report and the patient safety dashboard.***

The Board came out of out of executive session at 6:26 p.m. No action was taken.

**Break 6:26 p.m.**

**Back in session 6:32 p.m.**

***Ms. Borthwick made a MOTION to approve the credentialing report as presented. Mr. Kendziorek seconded and it was approved.***

#### **MANAGEMENT REPORTS:**

##### **CEO report**

- Mr. Bill reported that Senior Leadership had an offsite retreat and they have another 1 ½ day retreat coming up in December. They have also been meeting every morning for a daily huddle to discuss items/issues going on in their departments.
- Mr. Bill is working on the whitepaper for the operating room remodel. He has been meeting with Ms. Callahan, Director of Physician Services and Dr. Mimi Benjamin on the hospitalist program that will be starting back up in January. He reported we are working with SEARHC to bring on a psychiatrist to sub-contract with BRH to help us in the behavioral health areas.
- Mr. Bill met with Catholic Community Services (CCS) and they would like Bartlett to increase their contribution from \$10,000 to \$15,000 a month. CCS is afraid they will not be able to continue with Hospice and Home Health Care if they do not get increased funding either from Bartlett or other areas in the community.
- Mr. Bill continues to work with Congressman Young's office to try and keep the Rural Demonstration Project alive.
- Mr. Bill has been working with the Medical Staff on their Bylaw re-write.

- Mr. Bill reported that Karen White, our Director of Obstetrics, won the Nurse of the Year Award.
- Mr. Bill reported he attended a series of meetings regarding Housing First. SEARHC is in the process of acquiring Alaska Island Community Service (AICS). The Front Street Clinic will then report back to SEARHC. There has been discussions on moving the Front Street Clinic to the new site of where Housing First will be located, but most of the clients the Front Street Clinic serves are downtown. Mr. Bill asked the Board to table the previous request from Housing First for additional funding until they have identified if there will be healthcare services in the building.
- Ms. Davis said we need to come up with a policy for community agencies that identifies contributions and define what the parameters are. Ms. Knapp feels Administration should bring the needs request policy to the Board, rather than the Board developing it.
- Ms. Morton asked Mr. Bill if he has asked the State Legislature to send a resolution to Congress regarding the necessity of the Rural Demonstration Project. Mr. Bill reported he has asked our local representatives, but we have not asked the State to his knowledge. Ms. Morton said it would be worth the effort, due to all the changes across the state.

#### CFO report

- Mr. Ulrich has been working on a five-year plan for the hospital.
- He reported the Medicare Cost report is due November 30<sup>th</sup>.
- He has been working on the compliance audit with Hall Render.
- Mr. Ulrich also reported we are working on choosing a vendor for an audit on our data infrastructure.
- We are soliciting an audit of our 340B contract, which is what we use for pharmacy purchases. (I'm not sure if I heard this correctly or not)
- Mr. Ulrich reported we are working on Materials Management and the Operating Room on inventory and purchasing.

#### CCO report

- Mr. Gardner reported each year the hospital supports the March of Dimes Nurse of the Year Award and two of our nurses were nominated, Ms. Karen White, Director of Bartlett Beginnings (OB) and Ms. Janell Meade, Supervisor at RRC. Ms. White, our OB Director won the award.
- Mr. Gardner announced we are off provisional status for trauma level 4 in the Emergency Department and are fully certified.
- He said there is a suggestion for an in-service for vertebral artery injury and there will be Continuing Medical Education (CME's) offered for this.
- Mr. Gardner reported we are going to start helping with administrative support and space for the hospitalist program.

- He reported the flu vaccination rates have gone down this year. Staff that have contact with patients who did not receive the flu shot will be required to wear a mask while in the hospital.

## CBHO

- Ms. Schneider reported she attended the Change Agent Conference in Anchorage, which is where the State rolled out their plans on revamping the behavioral health system and switching to Medicaid Expansion. They are in the middle of a three-month RFP process, where six different committees will say what they want in their RFP, including quality outcomes and Dr. Hiestand is sitting on one of those committees.
- MHU - Ms. Schneider reported they are working on safety initiatives on the mental health unit.
- RRC update - Ms. Schneider reported we have two grant requests in the works. Alaska received priority points to address addiction issues. One of the applications is the Medically Assisted Detox Program, which will help in conjunction with an intensive outpatient program (IOP). The other grant is more complicated, but it is to start a level 3.7 level program and it is due December 2<sup>nd</sup>. This would allow us to take our less serious detox patients out of Med/Surg and the Mental Health Unit and put them in RRC.
- She announced we have an official Director of RRC starting in January, Ian Nieko, who currently works at JAMHI.
- She reported Bradley Griggs with Juneau Youth Services, agreed to attend the presentation to the Assembly to answer any specific questions regarding the CAMHU project. The RFP for CAMHU is currently with the City's Purchasing Department.
- BOPS update - Dr. Stauffer is retiring soon and Dr. Carrick has submitted her resignation. Dr. Hansen, a psychiatrist we sent an offer to last summer, will be providing coverage one week of the month and will be providing weekend call coverage for the MHU as well as doing outpatient services at BOPS. She has experience in addiction and geriatrics. Dr. Susan Clark, a child psychiatrist will be coming up to interview in February. Ms. Schneider reported we are also in discussions with Dr. Brooks who was a psychiatry locum for us last summer and he will be a Bartlett employee 10 days a month to provide coverage.

## HR

- Mr. Hargrave announced we have reached a tentative agreement with the Union. The next steps on management's side will be to put together a summary for the Board to review that shows the changes in the new contract, and then ask the Board for ratification. The next steps for the union are, they are going to start to interact with their members, and go through a ratification then voting process. They were hoping to get this done by the end of December, but it is looking more like mid-January. Ms. Thomas asked for clarification on the mediation that took place. Mr. Hargrave explained mediation is a voluntary process and that it was done to get the framework for the tentative agreement. Ms. Thomas asked who paid for it and Mr. Hargrave replied it is through the Federal Mediation and Conciliation Service and the Federal Government does.

Ms. Thomas asked if there were any further recommendations from the compliance auditors and what the specifics are that are being accomplished. Mr. Bill reported there are no more written reports from the audit at this time. Mr. Bill reported we are working on tightening our contracts,

etc. Ms. Thomas said Mr. Ulrich had commented on two follow-up audit areas earlier in the meeting and she was wondering if those were requests from our Compliance Officer or is it something we are doing outside the scope of this compliance audit. Mr. Bill reported they are both outside the scope of this compliance audit.

## **NEW BUSINESS:**

### **COMMITTEE REPORTS:**

Executive Committee – Ms. Davis reported the Committee met and most of the discussion at that meeting has already been discussed earlier in this meeting. They discussed if Ms. Sebens should continue to provide details of what she has been working on for the meeting and then provide it to the full board. Ms. Davis reported that the Executive Committee has focused on developing the agenda for the upcoming Board meetings and welcomes input from Board members on what they would like to see on the agenda.

Finance Committee – Mr. Ulrich reported on the October financials.

Ms. Thomas reported that the Finance Committee is going to start reporting a more detailed report to the full board on a quarterly basis. They discussed the budget calendar and that it will start in November rather than December and will include a CIP discussion. There is a Payment Arrangement Policy that was presented to the Finance Committee and was moved to the full board for approval.

***Ms. Thomas made a MOTION to approve the Prompt Payment Discount Policy. Mr. Johnson seconded and it was approved as presented.***

Mr. Ulrich met with Mr. Bartholomew, CBJ Finance Director, regarding increasing our appropriations for PERS. The additional appropriations Mr. Bartholomew wanted after his review of the activities from a previous motion the Board made for \$660,000 was adequate, so we do not have to do a second adjustment of the appropriations for PERS.

Board Quality – Dr. Buley reported the Board Quality Committee met and went over the quality dashboard indicators, flu vaccination rates, care transition program and how to move forward with a community care transition model. That is where patients get discharged and then receive follow-up with clear education on medications etc. This should help by decreasing readmission rates and increasing patient satisfaction. They are working on finding how to identify those patients and funding for this service. Dr. Buley reported she is going to try a pilot program with SEARHC and Case Management to see how it works in hopes to expand it with other agencies. Dr. Buley said Ms. Plano, Quality Director, would like to have a committee charter for the Board Quality Committee and the Hospital Quality Council and that Ms. Plano is working on changing the name of the Hospital Quality Council to the Performance Improvement Council. Dr. Buley also reported the QAPI reports will be presented December 7<sup>th</sup>.

Planning Committee – Ms. Knapp reported the Planning Committee recently had a joint meeting with the Finance Committee. The information has already been discussed previously in this meeting, so there is nothing new to report.

BRH Foundation – Mr. Storer reported the Foundation's annual holiday party is on December 8<sup>th</sup> at 4:15 p.m. Beth Chapman has been working on the Foundation's Bylaws. There was an election of Officers. Kevin Hansen will continue as Chair and Mark Troupin will remain as Vice Chair. They have added Sharon Gaipman to the Foundation Board. Mr. Storer said she will make a great addition.

## **AD HOC COMMITTEE REPORTS:**

CAMHU – Mr. Johnson reported the Committee is meeting tomorrow to discuss the RFP.

Governance – Mr. Storer will poll the Committee to discuss scheduling a meeting in December.

Nominating Committee – Ms. Morton and Ms. Borthwick met and have a slate of Officers they would like to recommend. They recommended, Brenda Knapp for President, Marshal Kendziorek for Vice President and Mark Johnson for Secretary.

Ms. Davis will be sending out a list to ongoing members to see what their interests are being on the committees of the Board.

## **PRESIDENT’S REPORT:**

Ms. Davis reported she was asked to be on the Hospice and Home Health Care Advisory Board to help guide them and provide professional oversight. There has been discussion on planning for the Board’s work session. One of the possibilities was to have someone from the Governance Institute to facilitate, however the person is not available at the time of the work session.

Ms. Gladyszewski reported the Assembly will be interviewing Board member candidates on December 8<sup>th</sup>, and she encouraged the Board to provide her with feedback they may have on the applicants.

***Ms. Morton made a MOTION at 8:11 p.m., to extend the meeting until 9:00 p.m. Motion passed.***

Ms. Davis reported there is a new rule on nursing licensure where nurses can retire their license rather than giving it up completely. They may be called “RN-Retired” but may not practice as an RN.

## **BOARD EDUCATION:**

Ms. Davis and Ms. Knapp reported on their experience at their recent Governance Institute Conference they attended. Ms. Knapp said it was an excellent conference and the presenters were very good. Ms. Knapp and Ms. Davis highlighted some of the things they learned. See below:

The nature of Governance is a social solution of a problem of dissemination ownership. In addition to the three Fiduciary duties of Care, Loyalty, and Obedience there are six core responsibilities:

1. Quality oversight
2. Financial oversight
3. Strategic Direction
4. Board Development
5. Management oversight
6. Community Benefit and Advocacy

## **Ways Boards are changing:**

- Fee for Service payment to Alternative payment models
- Patients are now consumers
- Providing acute care to Managing health across the continuum/population health
- Cost shifting with patients insensitive to price to price sensitive patients and payors

## **Governance today is a serious responsibility requiring greater:**

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- Accountability
- Responsibility
- Independence
- Engagement
- Education
- Effectiveness

What worked well for the past will not be sufficient for tomorrow's success.

There should be an annual work plan for the Board. Decide which month to dive deep into a strategic goal for exploration and discussion. One work plan had six board meetings a year. We could do that, but the Board would need excellent information from Administration, whitepapers, and clear explanations for actions requested or needed.

Highly effective Boards are:

- Accelerating governance transformation
- Proactive not reactive
- Pipeline of future directors and leaders with the right stuff and the right orientation
- A passion for the shared mission and vision and committed to high ethical standards
- A healthy culture of trust and respect, candor and accountability
- A streamlined size and structure
- More time spent in board development
- Crisp meetings with a dynamic balance of fiduciary oversight, generative discussions, and strategic thinking
- Have and use the right information: clear, concise, strategic, and contextual/comparative
- Nature an accountable partnership with the CEO
- Evaluate board, committee and individual performance and continuously seek improvement

Try to avoid your personal background in your position of being a board member. Committees offer efficiency and most of the work should be done at the committee level, rather than at the Board meetings, which would shorten the length of the meeting. Also, read the materials before the meeting so you can come better prepared.

The December board calendar was reviewed.

**BOARD COMMENTS:**

Mr. Johnson – He reported he chairs the Alaska Emergency Medical Services for Children Advisory Committee. They have developed a set of criteria for pediatric emergency facility recognition. Mr. Johnson participated in a review of the Alaska Native Medical Center in Anchorage, as well as Providence Alaska Medical Center. He reported they are working on making the credentialing application process simpler for the smaller hospitals.

**Adjourned at 8:47 p.m.**

